



RECORDATION NO. 2 6665-6 FILED

The Greenbrier Companies, Inc.

MAY 09 08

11-00 AM

One Centerpointe Drive Suite 200  
Lake Oswego Oregon 97035  
503 684 7000 Fax 503 684 7553

SURFACE TRANSPORTATION BOARD

May 8, 2008

Ms. Anne K. Quinlan  
Acting Secretary  
Surface Transportation Board  
395 E Street, SW  
Washington, D.C. 20423-0001

Dear Ms. Quinlan:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301 are two (2) originals and three (3) photocopies of a Memorandum of Lease Agreement dated March 6, 2008 for Schedule No. 10 dated as of April 29, 2008 and effective as of February 1, 2008, a secondary document as defined in the Rules for the Recordation of Documents, 49 C.F.R. Section 1177.

This document relates to the Master Full Service Railcar Lease Agreement dated as of October 12, 2006 and effective June 1, 2006, which was duly filed and recorded on October 17, 2006 and assigned Recordation Number 26665.

The names and addresses of the parties to the enclosed document are:

Lessor: Greenbrier Leasing Company LLC  
One Centerpointe Drive, Suite 200  
Lake Oswego, Oregon 97035

Lessee: BNSF Railway Company  
2650 Lou Menk Drive  
Fort Worth, TX 76131

A description of the railroad equipment covered by the enclosed document is:

One hundred (100) newly built, 5,188 cubic foot, welded steel triple covered hopper railcars with through center sills and gravity discharge outlets marked and numbered AOK 66810 through AOK 66909, inclusive.

Also enclosed is a payment of \$35 payable to the order of the Surface Transportation Board covering the required recordation fee.

Ms. Anne K. Quinlan

May 8, 2008

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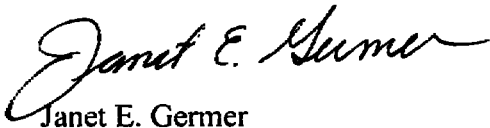
Kindly return stamped copies of the enclosed document not needed for your files to the undersigned.

A short summary of the enclosed primary document to appear in the Board's Index is:

Memorandum of Lease Agreement dated as of March 6, 2008 for  
Schedule No. 10 dated April 29, 2008 and effective as of February 1, 2008 to  
a Lease Agreement dated as of October 12, 2006 and effective June 1, 2006,  
between Greenbrier Leasing Company LLC, Lessor, and BNSF Railway  
Company, Lessee.

If you have any questions, please do not hesitate to call.

Sincerely,

A handwritten signature in black ink, reading "Janet E. Germer". The signature is fluid and cursive, with the first name "Janet" being the most prominent part.

Janet E. Germer  
Executive Assistant

jeg  
Enclosures

cc: Robert W. Alvord, Esq.

MAY 09 '08

11-00 AM

**MEMORANDUM OF FULL SERVICE RAILCAR LEASE** **SURFACE TRANSPORTATION BOARD**

THIS MEMORANDUM OF FULL SERVICE RAILCAR LEASE dated as of this 6<sup>th</sup> day of March, 2008, to that certain Master Full Service Railcar Lease dated as of October 12, 2006 and effective as of June 1, 2006, and Schedule No. 10 thereto dated as of April 29, 2008 and effective as of February 1, 2008, is between GREENBRIER LEASING COMPANY LLC, an Oregon limited liability company (the "Lessor") and BNSF RAILWAY COMPANY, a Delaware corporation (the "Lessee" and together with the Lessor, the "Parties").

KNOW ALL PERSONS BY THESE PRESENTS THAT:

WHEREAS, the Parties have entered into that certain Master Full Service Railcar Lease dated as of October 12, 2006 and effective as of June 1, 2006, and that certain Schedule No. 10 thereto dated as of April 29, 2008 and effective as of February 1, 2008 (hereinafter as the same may from time to time be amended, modified or supplemented, the "Agreement"), covering the equipment listed on Exhibit A hereto (the "Cars");

WHEREAS, the Parties wish to show for the public record the existence of the aforesaid Agreement, and the respective interests therein of the Parties and accordingly the Parties have caused this memorandum to be executed by their respective duly authorized officers, as of the date first above written;

NOW, THEREFORE, for valuable consideration, the receipt and sufficiency of which are hereby acknowledged by each of the Parties hereto, by this instrument the Lessor hereby leases and confirms the lease of the Cars to the Lessee in accordance with the terms and conditions of the Agreement, and the Lessee confirms and accepts such terms and conditions, which are incorporated by reference as if fully set forth herein.

This Memorandum of Full Service Railcar Lease may be executed by the Parties in separate counterparts, each of which when so executed and delivered shall be an original, but all such counterparts shall together constitute but one and the same instrument.

[REMAINDER OF PAGE INTENTIONALLY LEFT BLANK]

IN WITNESS WHEREOF, the undersigned has caused this Memorandum of Full Service Railcar Lease to be executed by a duly authorized officer as of the day and year first above written.

GREENBRIER LEASING COMPANY LLC. as Lessor

By: J. T. Sharp

Name: J. T. Sharp

Title: President

BNSF RAILWAY COMPANY. as Lessee

By: Richard A. Margl

Name: **RICHARD A. MARGL**

Title: **AVP Carload Equipment**

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STATE OF OREGON )  
 ) ss.  
COUNTY OF CLACKAMAS )

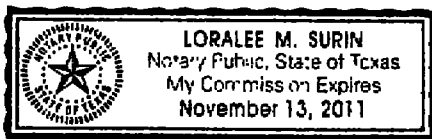
On this 26th day of May, 2008, before me personally appeared JAMES T. SHARP, to me personally known, who being by me duly sworn, says that s/he is the President of Greenbrier Leasing Company LLC and that the foregoing instrument was signed on behalf of said company, and s/he acknowledged that the execution of the said instrument was her or his free act and deed.



Janet E. Germer  
NOTARY PUBLIC  
My commission expires: 5/28/2010

STATE OF TEXAS )  
 ) ss.  
COUNTY OF TARRANT )

On this 29th day of April, 2008, before me personally appeared RICHARD A. MARGI, to me personally known, who being by me duly sworn, says that s/he is the AVP Carload Equipment of BNSF Railway Company and that the foregoing instrument was signed on behalf of said corporation, and s/he acknowledged that the execution of the said instrument was her or his free act and deed.



Lorelee M. Surin  
NOTARY PUBLIC  
My commission expires: 11-13-2011

## EXHIBIT A

<u>Quantity</u>	<u>Car Description</u>	<u>Reporting Marks and Numbers</u>
One hundred (100)	Newly built 5.188 c.f., 111-ton welded steel triple covered hopper railcars with through center sills and gravity discharge outlets.	AOK 66810 through AOK 66909, inclusive.